

**DRAFT RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING
OF
MEDICALGORITHMICS S.A., REGISTERED OFFICE IN WARSAW,
CONVENED ON 22 MARCH 2022**

**Resolution 1/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A.
of 22 march 2022
Election of General Meeting Chairperson**

Article 1

The General Meeting of Medicalgorithmics S.A. hereby elects Mr/Ms _____ as the Chairperson of the General Meeting.

Article 2

This resolution becomes effective momentarily once adopted.

**Resolution 2/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A.
of 22 march 2022
Adoption of General Meeting agenda**

Article 1

The Extraordinary General Meeting of Medicalgorithmics S.A. hereby adopts the following agenda of this session:

1. Opening of the General Meeting;
2. Election of the General Meeting Chairperson;
3. Acknowledgement of proper summons to the General Meeting and its capacity to adopt resolutions;
4. Adoption of the General Meeting agenda;
5. Determination of the number of members in the Supervisory Board;
6. Changes in the composition of the Supervisory Board;
7. Adoption of a resolution concerning: (i) increase of the Company's share capital through issue of new ordinary bearer shares, series I, and waiver of the current shareholders' subscription rights to all such new series I shares; (ii) dematerialisation as well as application for admission and introduction of the new series I shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and (iii) changes of the Articles of Association;
8. Adoption of a resolution concerning introduction of an Incentive Scheme, a conditional increase of the Company's share capital and issue of subscription warrants with full waiver of the shareholders' subscription right to the subscription warrants and shares to be issued as part of the conditional capital, as well as changes of the Articles of Association, dematerialisation and application for admission and introduction of those shares to trading on the regulated market of the Warsaw Stock Exchange;
9. Adoption of a resolution on amendments to the Company's Articles of Association;
10. Adoption of a resolution on the Supervisory Board regulations;

11. Closing of the General Meeting.

Article 2

This resolution becomes effective momentarily once adopted.

Resolution 3/03/2022
Extraordinary General Meeting
of
MEDICALGORITHMICS S.A.
of 22 march 2022
Determination of the number of members in the Supervisory Board

Article 1

Pursuant to Article 385 § 1 of the Commercial Companies Code and in connection with § 17.3 of the Company's Articles of Association, the General Meeting hereby decides that the Supervisory Board will have [●] members.

Article 2

This resolution becomes effective momentarily once adopted.

Resolution 4/10/2021
Extraordinary General Meeting
of
MEDICALGORITHMICS S.A.
of 22 march 2022
Changes in the composition of the Supervisory Board

Article 1

Pursuant to Article 385 § 1 of the Commercial Companies Code, in connection with § 17.3 of the Company's Articles of Association, the General Meeting hereby changes the composition of the Supervisory Board as follows [●].

Article 2

This resolution becomes effective momentarily once adopted.

Resolution 5/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A., registered office in Warsaw
of 22 march 2022

on (i) increase of the Company's share capital through issue of new ordinary bearer shares series I, and waiver of the current shareholders' subscription rights to all such new series I shares;
(ii) dematerialisation as well as application for admission and introduction of the new series I shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and (iii) changes of the Articles of Association;

Acting based on Articles 430, 431 § 2.1, 431 § 7 in connection with Article 310 § 2-4, 432 and 433 § 2 of the Commercial Companies Code of 15 September 2000 ("Code"), as well as Article 5 of the Financial Instruments Trading Act of 29 July 2005 ("Trading Act") and § 14 of the Company's Articles of Association, the Extraordinary General Meeting of the Company hereby adopts the following:

Article 1

1. The Company's share capital shall be increased by the amount not lower than PLN 0.10 (ten groszy) and not higher than PLN 34,672.10 (thirty-four thousand six hundred and seventy-two zlotys and ten groszy), through the issuance of new ordinary bearer shares, series I, in the number not lower than 1 (one) and not higher than 346,721 (three hundred and forty-six thousand seven hundred and twenty-one) with a par value of PLN 0.10 (ten groszy) per share ("**Series I Shares**").
2. The issue of the Series I Shares will be effected by private placement, as referred to in Article 431.2.1 of the Code, and will be addressed only to selected investors ("**Private Placement**") who will be designated by the Management Board of the Company (however subject to Article 3.3 below) as satisfying the following conditions ("**Eligible Investor Prerequisites**") set forth in this resolution ("**Eligible Investors**"):
 - a) they are recommended by the Management Board (subject to Article 3.3 below) to be invited to participate in the book-building process for the Series I Shares ("**Book-building Process**") from among persons who:
 - (i) are qualified investors as referred to in Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC ("**Regulation 2017/1129**"); or
 - (ii) are investors who, in line with the terms and conditions of this resolution, take up the Series I Shares for a total value (calculated based on the issue price as at the date of its fixing) of at least EUR 100,000.00 (one hundred thousand euros) per investor;
 - b) are recommended by the Management Board (subject to Article 3.3 below) to be invited to participate in the Book-building Process Shares from among persons other than those mentioned in (a) above, however less than 150 of them.
3. The Eligible Investors need to submit declarations of interest in acquisition of the Series I Shares at a price which cannot be lower than the minimum price referred to in Article 3.1 below.
4. The final value of the increase of the Company's share capital according to the limits set forth in this resolution (pursuant to Article 310 § 2 in connection with Article 431 § 7 of the Code) will be determined following the Private Placement as a result of allotment of the Series I Shares, duly subscribed and paid for, in a notarial deed of the Management Board declaring the actual amount of the share capital taken up, which will be executed prior to notifying the increased share capital to the Enterprise Register of the National Court Register.

Article 2

Pursuant to Article 433 § 2 of the Code, the shareholders' subscription rights to the Series I Shares are hereby waived in the best interest of the Company. A written opinion of the Management Board explaining reasons for such waiver of the current shareholders' subscription rights to the Series I Shares and specifying the method for calculating their issue price is enclosed to this resolution as an exhibit.

Article 3

1. The Extraordinary General Meeting hereby authorises the Management Board to fix the issue price of the Series I Shares according to the terms and conditions of this resolution, taking into account the outcome of the Book-building Process as well as assuming that the proceeds from the issue of the Series I Shares will be maximised (however, such fixed issue price must not be lower than PLN 18 per share), and the approval of the issue price must be given by the Supervisory Board.
2. The Extraordinary General Meeting hereby authorises the Management Board to take any and all actions in connection with the increase of the share capital referred to in this resolution, including as may be necessary to offer the Series I Shares through the Private Placement, as referred to in Article 431 §2.1 of the Code, and to determine the detailed terms of subscribing for the Series I Shares, including to do the following:
 - a) set the final dates for submission of Series I Shares subscription offers and for execution by the Company of related subscription agreements, however the agreements must be concluded by the Company no later than within 6 (six) months of the date of this resolution; and

- b) determine (however subject to section 3 below) the number of the Series I Shares (if any) to be offered to the Book-building Process Participants after closing of the Book-building Process, however:
- (i) the Terms of Subscription must provide in particular that the Eligible Investors, who at the same time are shareholders of the Company as at date of confirming the attendance in this Extraordinary General Meeting (the "**ROFR Date**") and who hold shares entitling them to exercise at least 0.5% (half of one percent) of the total number of votes available in the Company ("**Eligible Investors with ROFR**") will enjoy ROFR (Right of First Refusal) entitling them to subscribe for such number of the Series I Shares which will be calculated by multiplying: (a) the ratio of the number of the Company's shares held by a given Eligible Investor with ROFR (as at the ROFR Date), as indicated in a document confirming his/her shareholding in the Company, to the number of all existing shares of the Company as at the ROFR Date, and (b) the final number of the Series I Shares to be offered, as determined by the Management Board, however if such final number of the Series I Shares so determined which are attributable to a given Eligible Investor with ROFR is not a whole number, then it will be rounded down to the nearest whole number ("**Series I Shares ROFR**");
- (ii) in order for a given Eligible Investor to exercise the Series I Shares ROFR, the Eligible Investor must satisfy the following additional conditions (the "**Eligible Investor with ROFR Prerequisites**") in a manner which the Management Board will deem appropriate (however subject to section 3 below):
- (aa) following a prior invitation from the Management Board (to be issued subject to section 3 below), (1) a document will be submitted during the Book-building Process confirming that such investor is a shareholder of the Company on the ROFR Date, and (2) in the Book-building Process such investor will submit a declaration of interest in acquisition of the Series I Shares for a price not lower than the issue price (as finally fixed by the Management Board); and
- (bb) after the Management Board decides (however subject to section 3 below) to offer the Series I Shares to that investor, the investor will conclude with the Company a subscription agreement for such offered Series I Shares at the issue price so fixed by the Management Board;
3. The above clauses do not restrict the Management Board in offering any remaining Series I Shares, as may be outstanding once the Series I Shares ROFR is exercised, to selected Eligible Investors at a price not lower than the price offered to the Eligible Investors with ROFR, however always in compliance with legal regulations.
4. Such determination whether a given Eligible Investor satisfies the Eligible Investor Prerequisites and the Eligible Investor with ROFR Prerequisites as well as such decision whether to invite such investor to participate in the Book-building Process and offering the Series I Shares to such investor will be at the sole discretion of the Management Board, however it will apply due diligence to ensure that the Series I Shares will be offered only to those Eligible Investors who satisfy the above conditions, if settlement of the Series I Shares subscriptions by such Eligible Investor can be technically finalised by the final date set forth by the Management Board.

Article 4

The Series I Shares can be paid for with cash contributions only and exclusively.

Article 5

1. The Series I Shares and (insofar as any registration prerequisites are satisfied) the related allotment certificates will be applied for in order to admit and introduce them to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), without drafting or publication of an issue prospectus according to Article 1.5.(a) of Regulation 2017/1129. The Management Board is hereby obligated and authorised to take any and all actions as may be necessary in connection with the admission and the introduction of the Series I Shares to trading on the regulated market of the Warsaw Stock Exchange in accordance with this resolution.
2. The Series I Shares and the related allotment certificates will be dematerialised, as referred to in the Trading Act. The Management Board is hereby authorised to conclude with the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) an agreement to register the Series I Shares and (insofar as

any registration prerequisites are satisfied) the related allotment certificates as well as to perform any other actions as may be necessary towards their dematerialisation.

Article 6

The Management Board is hereby authorised to decide to refrain from implementing this resolution, suspend its implementation, cancel the Private Placement (as referred to in Article 431 §2.1 of the Code) or suspend it at any time.

Article 7

The Series I Shares participate in dividends starting from 1 January 2022.

Article 8

In connection with this resolution, Article 5 sections 1 and 2 of the Company's Articles of Association are hereby changed and now read as follows:

"1. The share capital of the Company is not less than PLN 497,638.60 (four hundred and ninety-seven thousand six hundred and thirty-eight zlotys and sixty groszy) and not more than PLN 532,310.60 (five hundred and thirty-two thousand three hundred and ten zlotys and sixty groszy).

2. The share capital consists of no less than 4,976,386 (four million nine hundred seventy-six three hundred eighty-six) and no more than 5,323,106 (five million three hundred twenty-three thousand one hundred six) ordinary bearer shares with a nominal value of 0.10 (ten groszy) each, including:

- a) 1,747,200 (one million seven hundred and forty seven thousand two hundred) series A shares;
- b) 508,200 (five hundred and eight thousand two hundred) series B shares;
- c) 236,926 (two hundred and thirty six thousand nine hundred and twenty six) series C shares;
- d) 929,600 (nine hundred and twenty nine thousand six hundred) series D shares;
- e) 33,600 (thirty three thousand six hundred) series E shares;
- f) 151,000 (one hundred and fifty one thousand) series F shares;
- g) 721,303 (seven hundred and twenty one thousand three hundred and three) series G shares;
- h) 648,556 (six hundred forty-eight thousand five hundred fifty-six) series H ordinary bearer shares;
- i) not less than 1 (one) and not more than 346,721 (three hundred and forty six thousand seven hundred and twenty one) series I ordinary bearer shares".

Article 9

The Supervisory Board of the Company is hereby authorised to set out the uniform text of the Company's Articles of Association taking account for the content of the declaration of the Management Board that states the share capital subscribed for in the Company.

Article 10

This resolution becomes effective momentarily once adopted.

Justification to the Resolution:

The objective behind the increase of the share capital through the issue of the Series I Shares is to generate additional finance for the Company and further implementation of its development strategy as well as to secure the liquidity of the Group. The Management Board has taken multi-targeted actions that should result in new funds being obtained. One of the actions is to take steps to convene an EGM to which the Management Board will present draft resolutions enabling an increase in the Company's share capital through the issuance of up to 20% of new shares on the Warsaw Stock Exchange, taking into account the number of series H shares issued which has just been completed.

A parallel review of strategic options that are available to the Company will be continued.

The funds which the Company plans to obtain will be used primarily to intensify its sales activities and to develop its strategic products. In the opinion of the Management Board, additional financing, together with a parallel revision of operating costs incurred by the Issuer's companies, are the best way to protect the value of the Company's assets and to monetise the transformation of the business model.

The Management Board's intent has been to, depending on the outcome of the book-building process and subject to any right of first refusal in effect, to attract an investor or investors who would be interested in providing long-term support to the Company towards achievement of the objectives described above.

**Opinion of Management Board
of
Medicalgorithmics Spółka Akcyjna
registered office in Warsaw
22 February 2022**

Rasons for waiving shareholders' subscription rights in relation to the expected increase of the share capital through issue of series I shares as well as fixing of their issue price

Pursuant to Article 433 § 2 of the Commercial Companies Code of 15 September 2000 ("Code"), the Management Board of Medicalgorithmics Spółka Akcyjna, registered office in Warsaw ("Company"), accepted this opinion on 22 February 2022 in connection with the expected adoption of the following resolution by the Extraordinary General Meeting:

- (i) increase of the Company's share capital through issue of new ordinary bearer shares, series I, and waiver of the current shareholders' subscription rights to all such new series I shares;
- (ii) dematerialisation as well as application for admission and introduction of the new series I shares and related allotment certificates to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.); and (iii) changes of the Articles of Association ("Resolution").

1. Waiver of current shareholders' subscription rights to Series I Shares

The objective behind the increase of the share capital through the issue of the Series I Shares is to generate additional finance for the Company and further implementation of its development strategy as well as to secure the liquidity of the Group. In current report no 6/2022 (4 February 2022), the Company informed that the Management Board has taken multi-targeted actions that should result in new funds being obtained. One of the activities is to take steps to convene the Extraordinary General Meeting to which the Management Board will present draft resolutions enabling an increase in the Company's share capital through the issuance of up to 20% of new shares on the Warsaw Stock Exchange, taking into account the number of series H shares issued in the completed issue. The Management Board's intent has been to, depending on the outcome of the book-building process and subject to any right of first refusal in effect, to attract an investor or investors who would be interested in providing long-term support to the Company towards achievement of the objectives described above.

The Management Board is of such opinion that full waiver of the subscription rights vested in the current shareholders of the Company towards all new Series I Shares to be issued is well justified and consistent with the best interest of the Company because such issue through a private placement is a fast and effective means of raising capital for the Company.

Waiver of the subscription rights held by the current shareholders will enable expansion of the potential investor pool because the Series I Shares will be available for offering in a private placement also to new investors (other

than the current shareholders), however without depriving the current shareholders of the option to join the subscription process should they declare themselves interested in the offer on the like terms and conditions as those proposed to the potential investors. The above will be possible thanks to a mechanism which the said resolution incorporates, namely vesting of the right of first refusal during subscriptions for the Series I Shares, in proportion to one's shareholding already held in the Company – it will apply to shareholders who hold at least 0.5% of the total number of votes in the Company as at the date of confirming the attendance in the Extraordinary General Meeting. The shareholders who satisfy the conditions of such capital increase resolution, if interested in participating in the increased share capital and acquiring the Series I Shares, will have the opportunity to maintain their ratio of shares and votes also after the issue becomes effective together with the formal waiver of the subscription rights.

In view of the above, the Management Board concluded that the issue of the Series I Shares with the full waiver of the subscription rights held by the current shareholders will be in the best interest of the Company. Therefore, the Management Board recommends to proceed with the issue of the Series I Shares, including the full waiver of the subscription rights held by the current shareholders.

2. Fixing of Series I Shares issue price

The issue price of the Series I Shares is determined by the Management Board assuming the proceeds from their issue will be maximised and mainly based on the quoted price of the Company's shares on the regulated market of the Warsaw Stock Exchange, taking into account the outcome of the book-building process as well as any circumstances that affect the fixing of the Series I Shares issue price, in particular conditions on the capital market as at the time of the book-building process related to the Series I Shares, the Company's financial standing during subscriptions, any ongoing events at that time and the Company's development outlook.

Given the volatility of the capital markets and the period between the date of the resolution as adopted by the Extraordinary General Meeting and the date of fixing the price of the Series I Shares, it is well justified and in the best interest of the Company to grant the related authorisations to the Management Board of the Company.

Conclusions

With such reasons as explained above, the full waiver of the subscription rights vested in the current shareholders of the Company towards the Series I Shares is consistent with the best interest of the Company and serves achievement of its strategic objectives. Therefore, the Management Board of the Company recommends that the Extraordinary General Meeting adopts the Resolution.

**Resolution 6/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A.
of 22 march 2022**

on introduction of *Incentive Scheme*, a conditional increase of the Company's share capital and issue of subscription warrants with full waiver of shareholders' subscription rights to the subscription warrants and shares to be issued as part of the conditional capital, as well as changes of the Articles of Association, dematerialisation and application for admission and introduction of those shares to trading on the regulated market of the Warsaw Stock Exchange

Acting based on Articles 430 §1, 448 and 453 §2 of the Commercial Companies Code as well as Article 5 of the Financial Instruments Trading Act of 29 July 2005 ("Trading Act"), the Extraordinary General Meeting of the Company hereby adopts the following:

Article 1

1. An incentive scheme will be implemented in the Company for the Eligible Persons (as defined below) and maintained according to the terms and conditions of this resolution ("**Incentive Scheme**").
2. For the purpose of implementing the Incentive Scheme, the share capital of the Company shall be conditionally increased by an amount not exceeding PLN 24,882.30 (twenty-four thousand eight hundred and eighty-two thirty zlotys) by way of issuing:
 - (a) not more than 82,941 (eighty-two thousand nine hundred and forty-one) ordinary series J bearer shares with a par value of PLN 0.10 (ten groszy) each ("**Series J Shares**");
 - (b) not more than 82,941 (eighty-two thousand, nine hundred and forty-one) ordinary series K bearer shares with the nominal value of PLN 0.10 (ten groszy) each ("**Series K Shares**");
 - (c) not more than 82,941 (eighty-two thousand, nine hundred and forty-one) ordinary series L bearer shares with the nominal value of PLN 0.10 (ten groszys) each ("**Series L Shares**");
3. The objective behind the conditional increase of the share capital is to vest subscription rights to the Series J Shares, the Series K Shares and the Series L Shares (hereinafter jointly "**Shares**") in the Eligible Persons who are holders of the Subscription Warrants to be issued based on this resolution.
4. The subscription right to the Shares may be exercised by the Eligible Persons who are the holders of the Subscription Warrants pursuant to the terms and conditions specified in this resolution and in the incentive scheme rules adopted by the Supervisory Board of the Company ("**Rules**").
5. The subscription right to the Shares is exercisable by 31 December 2028.
6. The issue price of the Shares (the "Issue Price") is set at an amount representing 95% (ninety-five percent) of the average market price over the 30 days prior to the purchase of the Shares in each year during which the Shares were traded on the regulated market of the Warsaw Stock Exchange (the "WSE"). (where the average market price shall be understood as the arithmetic average of the closing prices of the Company's shares on the trading days).
7. The Shares will participate in dividends based on the following principles:
 - a) Shares issued or recorded for the first time in a securities account in a given financial year at any time by the date of dividend (inclusive), which is set by the General Meeting of the Company, will participate in profit distributions starting on the first day of a financial year preceding such financial year in which the shares have been issued or recorded in the securities account;
 - b) Shares issued or recorded for the first time in a securities account in a given financial year after the date of dividend, which is set by the General Meeting of the Company, will participate in profit distributions starting on the first day of the financial year in which the shares have been issued or recorded in the securities account.
8. The shareholders' subscription rights to the Shares are hereby waived in the best interest of the Company. A written opinion of the Management Board explaining reasons for such waiver of the current shareholders' subscription rights to the Shares and their proposed issue price is enclosed to this resolution as an exhibit.

Article 2

1. The Shares will be applied for in order to admit and introduce them to trading on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), without drafting or publication of an issue prospectus according to Article 1.5.(a) of Regulation 2017/1129. The Management Board is hereby obligated and authorised to take any and all actions as may be necessary in connection with the admission and the introduction of the Shares to trading on the regulated market of the Warsaw Stock Exchange in accordance with this resolution.
2. The Shares will be dematerialised, as referred to in the Trading Act. The Management Board is hereby authorised to conclude with the Central Securities Depository of Poland (Krajowy Depozyt Papierów

Wartościowych S.A.) an agreement to register the Shares and to perform any other actions as may be necessary towards their dematerialisation.

3. The clauses of Article 2 apply as long as there are any shares of the Company admitted to trading on a regulated market operated by the Warsaw Stock Exchange.

Article 3

1. Subject to prior registration of the conditional increase of the share capital as referred to in Article 1 of this resolution as well as the terms and provisions of this resolution, the issue cannot include more than:
 - a) 82,941 (eighty-two thousand, nine hundred and forty-one) series A registered subscription warrants ("**Series A Subscription Warrants**");
 - b) 82,941 (eighty-two thousand, nine hundred and forty-one) series B registered subscription warrants (the "**Series B Subscription Warrants**");
 - c) 82,941 (eighty-two thousand, nine hundred and forty-one) series C registered subscription warrants (the "**Series C Subscription Warrants**").
2. The Series A Subscription Warrants, Series B Subscription Warrants and the Series C Subscription Warrants (hereinafter jointly or individually "**Subscription Warrants**") will be dematerialised. The Management Board is hereby allowed and authorised to conclude an agreement with an issue sponsor, which will be designated by the Management Board, if so desired towards the dematerialisation of the Subscription Warrants.
3. The Subscription Warrants are issued free of charge.
4. The Subscription Warrants are non-not sale (only transferrable to the Company) and are inheritable.
5. The subscription right to the Subscription Warrants will be vested in the following persons ("**Eligible Persons**"): (i) members of the Management Board; and (ii) key personnel of the Company as may be designated by the Management Board and approved by the Supervisory Board of the Company. Such key personnel of the Company means both employees and collaborators of the Company and its subsidiaries who are hired based on an employment contract or provide services based on any other contract and, in the opinion of the Management Board, participate in making important decisions or perform activities that contribute to the development of the Company. The number of such Eligible Persons cannot exceed 149 (one hundred and forty nine).
6. The Company's Supervisory Board shall approve the number of the Subscription Warrants to be taken up by a given Eligible Person, provided that Members of the Company's Management Board may take up no more than 40% (forty percent) and the remaining Eligible Persons - not more than 60% (sixty percent) of all the Subscription Warrants of each series. The number of Subscription Warrants to be taken up by one Eligible Person may not exceed 20% (twenty percent) of each series. A given Eligible Person will be able to take up the Subscription Warrants, as well as exercise rights resulting from the Subscription Warrants by taking up Shares, only under the condition that a given Eligible Person will remain in legal or organizational relationship with the Company or its subsidiary company continuously for the entire period from the allocation of the Subscription Warrants to: (i) 1 July 2023 in respect of the Series A Subscription Warrants, (ii) 1 July 2024 in respect of the Series B Subscription Warrants, (iii) 1 July 2025 in respect of the Series C Subscription Warrants. The basis for the participation of each Eligible Person in the Incentive Scheme will be a relevant agreement for participation in that scheme concluded with the Company ("**Participation Agreement**"); Participation Agreements with Eligible Persons who are Management Board Members shall be concluded on behalf of the Company by the Supervisory Board.
7. Each Series A Warrant shall entitle its holder, under the terms and conditions set forth in this Resolution, to subscribe for 1 (one) Series J Share at the Issue Price, not earlier than on 31 December 2024 and not later than on 31 December 2028.
8. Each Series B Subscription Warrant shall entitle its holder, on the terms and conditions set forth in this Resolution, to subscribe for 1 (one) Series K Share at the Issue Price, not earlier than on 31 December 2025 and not later than on 31 December 2028.

9. Each Series C Subscription Warrant shall entitle its holder, under the terms and conditions set forth in this Resolution, to subscribe for 1 (one) Series L Share at the Issue Price, not earlier than on 31 December 2026 and not later than on 31 December 2028.
10. The Supervisory Board of the Company is hereby authorised to offer and issue the Subscription Warrants to the Eligible Persons who are members of the Management Board, and the Management Board is hereby authorised (with the prior consent of the Supervisory Board) to offer and issue the Subscription Warrants to other Eligible Persons according to the terms and conditions of this resolution and the Rules (including to ensure the dematerialisation of the Subscription Warrants).
11. Subject to the other clauses of this resolution, the Eligible Persons may exercise the rights attached to the Subscription Warrants according to the principles and upon satisfaction of certain conditions set forth in: (i) this resolution (especially sections 12 to 14 below with respect to the the Subscription Warrants in a given series) and (ii) the Rules.
12. Series A Subscription Warrants may be subscribed for by the Eligible Persons under the following conditions:
 - (i) with respect to 27,647 (twenty-seven thousand six hundred and forty-seven) Series A Subscription Warrants - achievement by the Company's Group of the value of EBITDA per Company share, calculated as the quotient of EBITDA for the financial year ended 31 December 2022 and the number of ordinary shares of the Company according to the annual financial statements for 2022, at a level not lower than [-] PLN ([-] PLN);
 - (ii) with respect to 27,647 (twenty-seven thousand six hundred and forty-seven) Series A Subscription Warrants - achieving by the Company's Group the sales value per Company Share calculated as the quotient of the Net Sales Revenue for the financial year ended 31 December 2022 and the number of ordinary shares of the Company according to the annual financial statements for 2022 at a level not lower than PLN [-] ([-] zloty);
 - (iii) with respect to the 27,647 (twenty-seven thousand six hundred and forty-seven) Series A Warrants - the return on the Company's shares in 2022 will be 10 (ten) percentage points higher than the percentage change of the WIG index level at the end of 2022;
13. Series B Subscription Warrants may be taken up by the Eligible Persons under the following conditions:
 - (i) with respect to 27,647 (twenty-seven thousand six hundred and forty-seven) Series B Subscription Warrants - achievement by the Company's Group of a value of EBITDA per Company share, calculated as the quotient of EBITDA for the financial year ended 31 December 2023 and the number of ordinary shares of the Company according to the annual financial statements for 2023, at a level not lower than [-] PLN ([-] PLN);
 - (ii) with respect to 27,647 (twenty-seven thousand six hundred and forty-seven) Series B Subscription Warrants - achieving by the Company's Capital Group the sales value per Company Share calculated as the quotient of the Net Sales Revenue for the financial year ended 31 December 2023 and the number of ordinary shares of the Company according to the annual financial statement for 2023 at the level not lower than [-] PLN ([-] zloty)
 - (iii) with respect to the 27,647 (twenty-seven thousand six hundred and forty-seven) Series B Subscription Warrants - reaching a level of 20 (twenty) percentage points higher than the percentage change of the WIG w index at the end of 2023 by the Company's share return ratio in 2023;
14. The acquisition of the Series C Subscription Warrants by the Eligible Persons may take place under the following conditions:
 - (i) with respect to 27,647 (twenty-seven thousand six hundred and forty-seven) Series C Subscription Warrants - achievement by the Company's Group of the value of EBITDA per Company share, calculated as the quotient of EBITDA for the financial year ended 31 December 2024 and the number of ordinary shares of the Company according to the annual financial statements for 2024, at a level not lower than [-] PLN ([-] PLN).

- (ii) in respect of 27,647 (twenty-seven thousand six hundred and forty-seven) Series C Subscription Warrants - achievement by the Company's Capital Group of the sales value per Company Share, calculated as the quotient of the Net Sales Revenue for the financial year ended 31 December 2024 and the number of ordinary shares of the Company according to the annual financial statements for 2024, at the level of not less than PLN [-] ([-] zloty);
 - (iii) with respect to the 27,647 (twenty-seven thousand six hundred and forty-seven) Series C Subscription Warrants - achieving by the Company's share return ratio in 2024 at the level of 30 (thirty) percentage points higher than the percentage change of the WIG w index level at the end of 2024;
15. The number of the Company's shares assumed for the purposes of calculating the above ratios is the weighted average number of diluted shares of the Company contained in the annual financial statements for a given financial year reduced by treasury shares acquired for redemption and not yet redeemed.
16. The Company's EBITDA referred to above shall mean the consolidated operating profit plus depreciation and amortization calculated on the basis of the consolidated financial statements of the Company's Group for the relevant fiscal year audited and approved by the Company's general meeting, it being understood that:
- (i) the value of changes in non-cash impairment losses on goodwill and other intangible assets arising on the acquisition of the subsidiary Medi-Lynx Cardiac Monitoring, LLC and
 - (ii) the amount of changes in the non-cash write-offs of costs of completed development work and development work in progress, as reported in the Company's December 31, 2021 consolidated group statements, will not reduce or increase EBITDA.
17. The Net Sales Revenue referred to above shall mean the Company's Group sales revenue from the provision of medical services, subscription revenue and revenue from the sale of medical devices, as disclosed in the Company's Group consolidated financial statements for the relevant financial year audited and approved by the Company's general meeting.
18. The Company's share return ratio in a given year, and the WIG level change ratio referred to above, shall mean the quotient of:
- a. the turnover-weighted average price of the Company's shares as quoted on the regulated market maintained by the WSE in a given year, increased by the value of dividends paid by the Company from 1 January 2022 until the end of the given year, calculated per Company share, and
 - b. the weighted average of the trading prices of the Company's shares on the regulated market of the WSE during the 30 days prior to the acquisition of the Shares in each year in which the Shares were traded or the arithmetic averages of the WIG during the same period, as applicable.
19. If each of the targets referred to in paragraphs 12(i), 12(ii), 13(i), 13(ii), 14(i) and 14(ii) above is achieved by at least 90% (ninety percent), the Warrants in those tranches will be allocated. The number of allotted Warrants in a particular tranche will be reduced by applying a straight-line reduction, with 0 Warrants being allotted if the target is met at 90% and the full pool of Warrants being allotted if the target is met at 100% or more (one hundred percent).
20. The Supervisory Board of the Company is authorized to:
- (i) establish detailed rules relating to the issuance and exercise of the Warrants,
 - (ii) to adopt the Rules of the Incentive Scheme specifying detailed principles, conditions, procedure and deadlines regarding the execution of the Scheme within the scope not regulated herein, including (if the Supervisory Board deems it appropriate) specimens of the relevant related documents
 - (iii) determining the number of the Subscription Warrants, which the individual Eligible Persons will be authorized to take up, as well as the terms and conditions of allocation and the procedure for taking up and exercising rights from the Subscription Warrants, including the time periods during which the Eligible Persons will be able to exercise rights from the Subscription Warrants related to the process of dematerialization of the Subscription Warrants and shares
 - (iv) determining the content of the Participation Agreement
 - (v) determining the conditions for termination of rights arising from the Subscription Warrants.

21. In the interest of the Company, the pre-emptive right to Subscription Warrants to which current shareholders of the Company are entitled is hereby entirely excluded. A written opinion of the Company's Management Board giving reasons for the exclusion of the subscription rights is attached hereto.

22. The date on which one shareholder or a group of shareholders acting in concert exceeds 50% in the total number of outstanding shares (a "Change of Control"), or if at least 51% of the shares of Medi-Lynx Cardiac Monitoring, LLC or Medicalgorithmics US Holding Corporation are disposed of, is designated as a "Change of Control Date."

If a Change of Control occurs:

a. The Eligible Persons shall, on the Change of Control Date, receive the right to acquire 50% (fifty percent) of all warrants for the year in which the Change of Control Date falls irrespective of the achievement of the targets referred to above in paragraphs 12(i), 12(ii), 12(iii), 13(i), 13(ii), 13(iii), 14(i) and 14(ii), 14(iii). This entitlement does not preclude more warrants from being granted if the objectives referred to above are achieved. In such event, the warrants granted pursuant to the Change in Control shall be credited against the warrants payable for the achievement of the purposes referred to above.

b. The Eligible Persons shall, on the Change of Control Date, be granted the right to acquire 25% (twenty-five percent) of the warrants for the years which, as of the Change of Control Date, have not yet commenced regardless of the achievement of the objectives referred to above in paragraphs 12(i), 12(ii), 12(iii), 13(i), 13(ii), 13(iii), 14(i) and 14(ii), 14(iii). This entitlement does not preclude obtaining more warrants if the objectives mentioned above are achieved. This entitlement does not preclude obtaining more warrants if the objectives referred to above are achieved. In such case, the warrants granted under the Change of Control shall be credited against the warrants payable for the achievement of the purposes referred to above.

c. Those eligible on the Change of Control Date shall receive the right to exercise all warrants granted to them.

23. In the event that the Company's general meeting of shareholders passes a resolution to delist the shares (the "Delisting Resolution"), the entitlement to subscribe for the Series J, Series K, Series L shares referred to in items 7, 8, and 9 shall commence for each series no later than on the date of the general meeting which passed the Delisting Resolution.

Article 4

In connection with Article 1 of this resolution, the Company's Articles of Association are hereby amended so that after Article 5 of the Articles of Association there will be a new section added called Article 5(a) as follows:

"Article 5(a)

"1. The conditional share capital of the Company amounts to PLN 24,882.30 (twenty-four thousand eight hundred and eighty-two zlotys thirty groszys) and is divided into:

(a) not more than 82,941 (eighty-two thousand nine hundred and forty-one) ordinary series J bearer shares with a par value of PLN 0.10 (ten grosz) each ("**Series J Shares**");

(b) not more than 82,941 (eighty-two thousand, nine hundred and forty-one) ordinary series K bearer shares with the nominal value of PLN 0.10 (ten groszys) each ("**Series K Shares**")

(c) not more than 82,941 (eighty-two thousand, nine hundred and forty-one) ordinary series L bearer shares with the nominal value of PLN 0.10 (ten groszys) each ("**Series L Shares**");

2. The purpose of the conditional share capital increase is:

(a) to grant the right to subscribe for Series J Shares to the holders of Series A Subscription Warrants issued by the Company on the basis of Resolution No. [●] of [●] of the Extraordinary General Meeting of the Company,

(b) conferring the right to subscribe for the Series K Shares upon the holders of the Series B Subscription Warrants issued by the Company on the basis of the resolution No. [●] of [●] of the Extraordinary General Meeting of the Company;

(c) conferring the right to subscribe for the Series L Shares on the holders of the Series C Subscription Warrants issued by the Company on the basis of the resolution No. [●] of [●] of the Extraordinary General Meeting of the Company.

3. The subscription right to the Series J Shares, Series K Shares and the Series L Shares is exercisable by 31 December 2028.

Article 5

This resolution becomes effective on the day when adopted.

Justification to the Resolution

The objective behind the introduction of the incentive scheme and the conditional increase of the Company's share capital through the issue of Series J, K and L Shares is to implement incentive mechanisms addressed to members of the management board and other key personnel of the Company in order to ensure stronger bonds between them and the Company as well as to contribute to the development of the Company, achievement of better financial results and a significant increase of its goodwill.

**Opinion of the Management Board
Medicalgorithmics Spółka Akcyjna
with its registered seat in Warsaw
of 22 February 2022**

concerning: justification of deprivation of shareholders' pre-emptive rights in full with respect to subscription warrants and shares issued within the scope of conditional capital

Pursuant to Article 433 § 2 of the Act of 15 September 2000. Commercial Companies Code ("CCC"), the Management Board of Medicalgorithmics Spółka Akcyjna with its registered office in Warsaw (the "Company") adopted this opinion on 22 February 2022. in connection with the planned adoption by the Extraordinary General Meeting of a resolution regarding the introduction in the Company of an Incentive Scheme, a conditional increase of the share capital of the Company and the issue of subscription warrants with complete exclusion of pre-emptive rights of shareholders with respect to subscription warrants and shares issued within the scope of conditional capital, as well as amendment to the Articles of Association, dematerialization and application for admission and introduction of shares issued within the scope of conditional capital to trading on a regulated market maintained by the Warsaw Stock Exchange. ("Resolution").

1. Exclusion of existing shareholders' pre-emptive rights to subscription warrants

The issue of subscription warrants entitling to acquire Series J, K and L Shares is addressed to the most important for the Company's development members of the Management Board, key employees and co-workers of the Company as part of the planned incentive scheme (the "Incentive Scheme").

It is the Company's intention to create incentives encouraging the members of the key personnel to effectively undertake efforts aimed at further development of the Company, fulfillment of the shareholders' interests by leading to an increase in value of the Company and an increase in net assets of the Company and its subsidiaries. Consequently, depriving the existing shareholders of all pre-emptive rights in respect of the subscription warrants is in line with the Company's interests and serves the achievement of the Company's strategic objectives.

2. Determination of the Issue Price of Series J, K and L Shares

The Issue Price shall be set at an amount representing 95% (ninety-five percent) of the average market price in the period from 30 days prior to the acquisition of the Shares in each year, during which the Shares were traded on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), where the

average market price shall be understood as the arithmetic mean of the closing prices of the Company's shares on the trading days.

Resolution 7/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A.
of 22 march 2022
on amending the Company's Articles of Association

§ 1

Acting on the basis of article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting decides to amend the Articles of Association that paragraph 20 receives a new wording:

"§ 20

The Company's Supervisory Board shall exercise permanent supervision over the Company's operations. The competences of the Supervisory Board include in particular:

- 1) examining the Management Board's report on the Company's activities and financial statements, both as to their compliance with the books and documents, as well as with the actual state of affairs, and examining the periodic and annual reports of the Management Board, proposals concerning the distribution of profits and coverage of losses, and submitting a written report on the results of the examination to the General Meeting,
- 2) election of a statutory auditor to audit the financial statements,
- 3) appoint and dismiss members of the Company's Management Board,
- 4) accepting resignations from the function of a member of the Management Board,
- 5) temporary suspension of the Company's Management Board or its individual members,
- 6) determining the remuneration of members of the Management Board,
- 7) adopting the Rules of Remuneration of the Management Board,
- 8) providing opinions on motions submitted by the Management Board for consideration by the General Meeting,
- 9) approving the Company's strategic plans,
- 10) approval of the Company's consolidated annual budget,
- 11) granting consent to Members of the Management Board to engage in activities competitive to the Company's business,
- 12) appointment of members of the Audit Committee from among the Members of the Supervisory Board, including the Chairman, for the term of office of the Supervisory Board; the Audit Committee shall consist of at least 3 (three) members, including the Chairman. The Audit Committee acts collectively and adopts resolutions by an absolute majority of votes of its members present at the meeting; the Audit Committee adopts resolutions provided that majority of members are present at the meeting and all the members have been invited to the meeting; the rules of operation of the Audit Committee in other respects may be specified by the Supervisory Board in the form of regulations; the requirements regarding qualifications and independence of the Audit Committee members, as well as the tasks and powers of the Audit Committee are regulated by generally applicable laws,
- 13) appointment from among the members of the Supervisory Board of members of the Appointment and Remuneration Committee, including the Chairman, for the term of office of the Supervisory Board; the Appointment and Remuneration Committee shall consist of consists of at least 3 (three) members, including the Chairman; the Appointment and Remuneration Committee acts collectively and adopts resolutions by an absolute majority of votes cast by its members attending a meeting; the Nomination and Remuneration Committee adopts resolutions provided that majority of members are present at the meeting and all the

members have been invited to the meeting; the rules of the Nomination and Remuneration Committee's operation in other respects may be specified by the Supervisory Board in the form of regulations,

- 14) determining the consolidated text of the Company's Articles of Association or introducing other editorial changes specified in a resolution of the General Meeting,
- 15) giving consent for:
 - a) taking up, acquiring stocks or shares or joining a partnership or participation in other entities by the Company or a company from the capital group of the Company (within the meaning of international accounting standards adopted in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards) ("Group Company"),
 - b) sale or transfer of shares or stocks or joining a partnership or participation in other entities by the Company or a Group Company,
 - c) purchase or sale of non-current assets by the Company or a Group Company, the total value of which exceeds PLN 5 million, subject to point (a). d,
 - d) purchase of financial assets by the Company or a Group Company of an investment nature, excluding securities guaranteed by the State Treasury,
 - e) contracting by the Company or a Group Company not provided for in the approved annual budget of loans or credits, as well as granting securities or incurring liabilities by the Company due to guarantees, the total value of which exceeds PLN 5 million,
 - f) issue of convertible bonds and bonds with priority rights by the Company or a Group Company,
 - g) disposal of the enterprise of the Company or a Group Company or its organized part,
 - h) payment by the Company of an advance against dividends,
 - i) establishing a proxy in the Company,
 - j) conclusion by the Company of an agreement with an underwriter, i.e. the agreement referred to in Art. 433 paragraph 5 of the Code of Commercial Companies. "

§ 2

This Resolution shall come into force upon its adoption, and with respect to amendments to the Company's Articles of Association, on the date of entry in the Register of Entrepreneurs of the National Court Register."

Justification of the resolution:

The amendments to the Company's Articles of Association result from the desire to expand the powers of the Supervisory Board in line with market standards and the Code of Best Practice for Listed Companies.

**Resolution 8/03/2022
Extraordinary General Meeting
of
Medicalgorithmics S.A.
of 22 march 2022
on adopting regulation of the Supervisory Board**

Acting pursuant to art. 391 § 3 of Commercial Companies Code and § 14 item 15 of the Company's Articles of Association, the Extraordinary General Meeting has adopted the following resolution:

§ 1

The Regulations of the Supervisory Board in the following wording are hereby adopted:

**“Regulation of the Supervisory Board of Medicalgorithmics S.A.
adopted by way of resolution no. 8/03/2022 of the Extraordinary General Meeting
of Medicalgorithmics S.A. of 22 February 2022**

§ 1

General provisions

1. The Supervisory Board of Medicalgorithmics S.A. ("Company"), hereinafter referred to as "Supervisory Board" or "Board", is a body of the Company that exercises permanent supervision over its activity.
2. The Supervisory Board acts in accordance with the provisions of the Commercial Companies Code, the Company's Articles of Association and these Regulations, as well as the Best Practices of WSE Listed Companies ("Best Practices") applied by the Company.

§ 2

Organisation of the Supervisory Board

1. The Supervisory Board shall be composed of a minimum of 5 (five) members, but not more than 9 (nine) members, appointed for a joint 3 (three) year term of office.
2. Members of the Supervisory Board and the Chairperson and possibly Vice-Chairperson of the Supervisory Board are appointed and dismissed by the General Meeting.
3. The number of members of the Supervisory Board within the limits specified in paragraph 1 is determined by the General Meeting.
4. Mandates of Supervisory Board members expire on the date of the General Meeting of Shareholders approving the Management Board's report on the Company's operations and the financial statements for the last full year of their office.
5. The resigning members of the Supervisory Board may be re-elected.
6. The Chairman of the Supervisory Board of the previous term of office shall be obliged to transfer all documentation concerning matters conducted by the Supervisory Board to the new Chairman of the Supervisory Board elected in accordance with the provisions of the Company's Statutes.
7. The Supervisory Board shall appoint persons representing high qualifications and experience. Moreover, the General Meeting, when taking a decision on the election of Supervisory Board members, should strive to ensure versatility and diversity of the Board, inter alia, in terms of gender, education, age and professional experience.
8. At least 2 (two) members of the Supervisory Board should meet the criteria of independence referred to in the Good Practice of Companies listed in the table below
9. At least 2 (two) members of the Supervisory Board should meet the independence criteria referred to in the Code of Best Practice for Listed Companies
10. Members of the Supervisory Board should be able to devote the necessary amount of time to perform their duties
11. Members of the Supervisory Board shall exercise their rights and perform their duties in person.

§ 3

Duties of the Supervisory Board and its members

1. The Supervisory Board shall prepare and present to the Ordinary General Meeting of Shareholders:
 - a. an assessment of the Company's situation, including an assessment of the internal control systems, risk management, compliance and the internal audit function; this assessment shall include all significant control mechanisms, including in particular those relating to financial reporting and operations,
 - b. report on the activities of the Supervisory Board, including at least information on the composition of the Board and Committees, compliance of Board members with independence criteria, the number of Board and Committee meetings in the reporting period of meetings of the Board and Committees in the reporting period, and a self-assessment of the work of the Supervisory Board.

2. Members of the Supervisory Board:
 - a. provide the Company's Management Board with their professional CVs for publication on the Company's corporate website,
 - b. provide the Company's Management Board and the other members of the Supervisory Board with a statement on meeting the independence criteria set out in the Best Practices, if they meet such criteria,
 - c. they shall participate in sessions of the General Meeting in such a composition as to be able to provide substantive answers to questions asked during the General Meeting,
 - d. they should avoid any professional or extra-professional activity which could lead to a conflict of interest or adversely affect their reputation as members of the Company's governing body, and in the event of a conflict of interest they should disclose it immediately,
 - e. they shall refrain from accepting any benefits that could affect their impartiality,
 - f. they should refrain from accepting benefits that could affect their impartiality and objectivity in making decisions or have a negative impact on the assessment of the independence of their opinions and judgments.
3. The Chairman of the Supervisory Board opens the General Meeting. In his/her absence the General Meeting shall be opened by the President of the Management Board or a person appointed by the Management Board.

§ 4

Principles of operation of the Supervisory Board

1. The Supervisory Board performs its duties collectively, but may delegate its members to perform independently certain supervisory activities.
2. The work of the Supervisory Board is directed by the Chairman.
3. Meetings of the Supervisory Board are held three times a financial year or more often if necessary.
4. The meetings of the Supervisory Board are called by the Chairman or, in his absence, by the Vice Chairman of the Board, at least 7 days before the date of the meeting. In the absence of an explicit objection by a member of the Supervisory Board, a meeting of the Supervisory Board may be held even if the above deadline is not observed. A meeting of the Supervisory Board may be convened by e-mail.
5. At the request of the Management Board or a member of the Supervisory Board, a meeting of the Supervisory Board should be held not later than within 14 (fourteen) days from the date the request is submitted to the Chairman or Vice Chairman. If the Chairman or Vice Chairman fails to convene a meeting in accordance with sentence 1, the Management Board or the requesting member of the Supervisory Board may convene a meeting independently, stating the date, place and proposed agenda.
6. The agenda of a Board meeting shall be determined by the person calling the meeting.
7. The right to bring matters to meetings of the Supervisory Board belongs to individual members of the Supervisory Board and members of the Management Board.
8. Meetings of the Supervisory Board shall be held at the place indicated in the convening of the meeting or by using means of direct remote communication.
9. A meeting of the Supervisory Board, upon invitation of its members, may be attended, without voting right, members of the Management Board, Company employees and experts, if their participation is justified by the meeting agenda.
10. The Supervisory Board shall adopt resolutions by an absolute majority of votes cast by members of the Board present at the meeting, and in the case of a tie, the Chairperson shall have the casting vote.
11. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting.
12. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all members have been invited to the meeting.
13. Members of the Supervisory Board may participate in adopting resolutions of the Board by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not relate to matters included in the agenda during the meeting of the Supervisory Board.

14. Members of the Supervisory Board may participate in adopting resolutions of the Board also by using means of direct remote communication. The resolution shall be valid if all members of the Board have been notified of the contents of the draft resolution.
15. The course of each meeting of the Supervisory Board shall be recorded in the minutes approved by the Supervisory Board and signed by the Chairperson or the Vice Chairperson.
16. If a member of the Supervisory Board believes that a decision of the Board is contrary to the interest of the Company, he/she may request that his/her position on the matter be included in the minutes of the Board meeting.
17. A member of the Supervisory Board shall inform the Board of any conflict of interest that arises or may arise, and shall not take part in voting on a resolution on an issue in which a conflict of interest may arise with respect to that member.
18. In order to perform its duties, the Supervisory Board may examine all documents of the Company, request reports and explanations from the Management Board and employees, and inspect the Company's assets.

§ 5

Procedures for adopting resolutions

1. The Chairperson or Deputy Chairperson (the "Voting Organizer") shall decide on the application of a specific procedure for the adoption of resolutions. On behalf of the Voting Organizer may act a person designated by him from among the other members of the Supervisory Board or employees or associates of the Company. The designation may be made in any manner.
2. At the meeting, a member of the Supervisory Board shall cast his/her vote by raising his/her hand or crossing out his/her choice ("for", "against" or "abstains") on the ballot paper. At a meeting held through the use of means of direct remote communication, each member of the Supervisory Board, after reading the draft resolution, declares whether he/she votes "for" or "against" the proposed resolution or abstains from voting.
3. Resolutions are adopted in writing by way of voting by each member of the Supervisory Board on a voting card, i.e. by placing his/her handwritten signature under the content of the proposed resolution and indicating whether he/she votes "for", "against", or "abstains from voting" and delivering such signed ballot to the Organizer of the vote or a person appointed by the Organizer, or to the next member of the Supervisory Board, or alternatively, sending it to the Company's e-mail or postal address within the prescribed period, depending on the instructions. The voting shall be deemed to have ended and, if a resolution is adopted, the resolution shall be deemed to have been adopted upon expiry of the deadline for casting votes or the date of receipt of all copies of the resolution signed by the Supervisory Board members participating in the voting, whichever occurs earlier. The organizer of the vote shall approve the vote by noting in the resolution the manner of its adoption and the votes cast by individual members of the Supervisory Board.
4. Adoption of resolutions with the use of means of direct remote communication may take place through all possible means of direct remote communication, including in particular electronic mail, instant messaging, telephone, teleconferencing or videoconferencing.
5. Resolutions shall be adopted with the use of electronic mail and instant messaging in such a way that:
 - a. each member of the Supervisory Board receives from the Voting Organizer or a person designated by the Voting Organizer, a draft resolution together with an instruction containing, in particular, the closing date for voting;
 - b. members of the Supervisory Board cast their votes on the subject of the resolution which the voting concerns in a return (in reply to an e-mail or message) and write in the message whether they vote "for" adoption of the proposed resolution or "against", or abstain from voting,
 - c. the adoption of the resolution is approved by the Vote Organizer or his/her designee, who collects the votes from the remaining members of the Supervisory Board and summarizes the vote by indicating in the reply to the correspondence under item 1) above: (i) that the voting took place using e-mail or instant messaging (ii) the number of votes cast by each member of the Supervisory Board together with a statement as to whether the resolution was adopted. A summary of the vote and the statements of the members of the Supervisory Board concerning the vote shall be included in the book of minutes of the Supervisory Board. The Organizer of Voting or a person appointed by him/her shall draw up brief minutes

of the voting conducted in such a manner, indicating the manner of adopting the resolution, its content, the number of votes cast and whether the resolution was adopted.

6. The adoption of resolutions by the Supervisory Board by telephone, teleconference or videoconference shall be carried out in the following manner:
 - a. the draft resolution is read out to the members of the Supervisory Board by the Voting Organizer or a person appointed by him;
 - b. each member of the Supervisory Board, after reading the draft resolution, declares whether he/she votes "for", "against" or abstains from voting on the proposed resolution;
 - c. a member of the Supervisory Board who does not cast a vote shall be deemed not to have participated in voting;
 - d. the adoption of the resolution shall be approved by the Voting Organizer or his/her designee, who shall collect votes from the remaining members of the Supervisory Board and summarize the vote by indicating in the resolution: (i) that the voting took place by telephone, teleconference or videoconference and (ii) the number of votes cast by each member of the Supervisory Board together with a statement whether the resolution was adopted. The complete content of the resolution is read out. A summary of the vote and the statements of the members of the Supervisory Board as to the vote shall be included in the book of minutes of the Supervisory Board. The Organizer of the Voting or a person appointed by him/her shall draw up brief minutes from the voting conducted in such a way, indicating the procedure for the adoption of the resolution, its content, the number of votes cast and whether the resolution was adopted.

§ 6

Committees of the Supervisory Board

1. The Supervisory Board may establish committees within the Board ("Committees") if it results from the applicable legal provisions or Appendix I to the European Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and committees of the (supervisory) board.
2. The Supervisory Board shall appoint and dismiss the members of the Committee, including the Chairman, from among the members of the Board for the duration of its term of office.
3. The Committee shall consist of at least 3 (three) members, including the Chairman.
4. The number of members of the Committee within the limits specified in par. 3 is determined by the Supervisory Board.
5. Decisions on the person of the Chairman and membership of Committees should be made the Committee acts collectively.
6. The Committee acts collectively.
7. The work of the Committee is directed by the Chairman.
8. The Committee shall adopt resolutions by the absolute majority of votes of its members present at the meeting, in case of a tie, the Chairman has the casting vote. The Committee adopts resolutions provided that majority of members are present at the meeting and all the members have been invited to the meeting.
9. The Committee shall perform its duties in accordance with the scope of its powers and systematically inform the Board on the activities and results of the Committee's work.
10. Performance of activities by the committee specified in these regulations shall not replace statutory the Supervisory Board shall determine detailed principles of its operation, as well as its rules of procedure for the appointment and dismissal of members of the Supervisory Board.
11. The Supervisory Board shall determine detailed rules of functioning of each established Committee and the exact mandate of the Committee in the form of regulations.

§ 7

Final provisions

1. The rules of remuneration of members of the Supervisory Board shall be established by the General Meeting.
2. The level of remuneration of Supervisory Board members should be sufficient to attract, retain and motivate persons with competencies essential for proper supervision over the Company. The remuneration should be

- adequate to the scope of tasks entrusted to particular persons and take into account the performance of additional functions, such as for example work in Committees established in accordance with applicable laws.
3. The remuneration of members of the Supervisory Board should not depend on options or other derivative instruments, or any other variable components, and should not depend on the results of the Company.
 4. Members of the Supervisory Board shall be entitled to reimbursement of costs related to participation in the work of the Supervisory Board.
 5. All costs of functioning of the Supervisory Board shall be borne by the Company.
 6. The Company shall ensure that the Supervisory Board may use professional, independent advisory services which in the opinion of the Supervisory Board are necessary to exercise effective supervision over the Company. When selecting an entity providing advisory services, the Supervisory Board shall take into account the financial standing of the Company.
 7. The Management Board shall be responsible for the administrative service of the Supervisory Board.
 8. These Regulations shall come into force as of the date of their adoption by the General Meeting.
 9. Any changes to these Regulations shall require a resolution to be passed by the General Meeting.”

§ 2

The resolution shall come into force upon its adoption.

Justification for the resolution:

The Supervisory Board of the Company believes that there is a need to update the provisions of the Regulation of the Supervisory Board, which was last updated by the General Shareholders Meeting in June 2019. The changes are primarily intended to put in order the procedures applicable to the Supervisory Board for holding meetings and voting on resolutions. Due to the scope of the proposed changes in relation to the scope of the Regulations themselves, it is proposed to adopt a new consolidated text of the Regulations.